

ACKNOWLEDGMENT AND ACCEPTANCE AGREEMENT

Racecar Acquisition, LLC ("Transferee") hereby provides the following acceptance:

1. Transferee hereby agrees to the City's Ordinance, _____, adopted _____, 2006, (herein "Ordinance") requirements and conditions adopted as part of the City's approval of the transfer of control.
2. Transferee agrees that following the transfer of control of WOW Ohio, the WOW Ohio will be bound by all terms and conditions of the Permit, the Ordinance, and Chapter 595 of the Columbus City Code.
3. Transferee acknowledges that the City does not waive its right to receive full compliance with all terms and conditions of the Permit, Ordinance, and Chapter 595 of the Columbus City Code relating to future performance of all duties and obligations of the WOW Ohio pursuant to the Permit.
4. Transferee represents and warrants as follows:
 - a. Transferee has the legal, technical and financial ability to ensure that WOW Ohio will operate and maintain the cable system within the City of Columbus, Ohio as required pursuant to the terms and conditions of the Permit.
 - b. Upon the completion and closing of the transfer of control of WOW Ohio, WOW Ohio will continue to be the Permittee as defined in the Permit and have all rights and authority to fully perform all duties and responsibilities of the Permit subject to the ownership and control of Transferee.
 - c. Transferee will take all necessary actions to execute and deliver this Acceptance, proof of change of ownership and filings required by the Permit as stated in the Ordinance including, but not limited to insurance, bonds, deposits, and payments and to perform all duties and obligations under the Permit resulting from or required by the change of control.
 - d. Transferee agrees that all representations, warranties, and agreements contained herein and in the Permit and Ordinance shall be binding upon their lawful successors and assigns.
5. Transferee agrees to provide the following within ten (10) days of closing of the transfer of control of WOW Ohio:
 - a. Proof of authority of WOW Ohio to continue to do business within the State of Ohio subsequent to the transfer of control to Transferee and proof of change in ownership relating to insurance, bonds and deposits.
 - b. Proof of the closing of the transfer of control.

Agreed to and accepted by Transferee this _____ day of: _____, 2006

Racecar Acquisition, LLC

By: _____

Its: _____